



Caption in Compliance with D.N.J. LBR 9004-1(b)

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Order Filed on August 15, 2023
by Clerk
U.S. Bankruptcy Court
District of New Jersey

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Co-Counsel for Debtors and Debtors in Possession

In re:

BED BATH & BEYOND INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 23-13359 (VFP)

(Jointly Administered)

**ELEVENTH ORDER APPROVING THE REJECTION
OF CERTAIN EXECUTORY CONTRACTS AND/OR UNEXPIRED
LEASES AND THE ABANDONMENT OF CERTAIN PERSONAL PROPERTY, IF ANY**

DATED: August 15, 2023

A handwritten signature in black ink, appearing to read "Honorable Vincent F. Papalia".

Honorable Vincent F. Papalia
United States Bankruptcy Judge

¹ The last four digits of Debtor Bed Bath & Beyond Inc.'s tax identification number are 0488. A complete list of the Debtors in these Chapter 11 Cases and each such Debtor's tax identification number may be obtained on the website of the Debtors' claims and noticing agent at <https://restructuring.ra.kroll.com/bbby>. The location of Debtor Bed Bath & Beyond Inc.'s principal place of business and the Debtors' service address in these Chapter 11 Case is 650 Liberty Avenue, Union, New Jersey 07083.

The relief set forth on the following pages, numbered three (3) through five (5), is

ORDERED.

(Page |3)

Debtors: BED BATH & BEYOND INC., *et al.*

Case No. 23-13359 (VFP)

Caption of Order: Eleventh Order Approving the Rejection of Certain Executory Contracts and/or Unexpired Leases and the Abandonment of Certain Personal Property, If Any

Upon the *Order (I) Authorizing and Approving Procedures to Reject Executory Contracts and Unexpired Leases and (II) Granting Related Relief* (the “Procedures Order”)¹ [Docket No. 382] of the above-captioned debtors and debtors in possession (collectively, the “Debtors”); and the Court having jurisdiction over this matter and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the Standing Order of Reference to the Bankruptcy Court Under Title 11 of the United States District Court for the District of New Jersey, entered July 23, 1984, and amended on September 18, 2012 (Simandle, C.J.); and this Court having found that venue of this proceeding and the matter in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and the Debtors having properly filed and served a Rejection Notice on each applicable party as set forth in the Rejection Schedule, attached hereto as Schedule 1, in accordance with the terms of the Procedures Order; and no timely objections have been filed to the Rejection of such Contracts; and due and proper notice of the Procedures Order and the Rejection Notice having been provided to each applicable Rejection Counterparty as set forth in the Rejection Schedule and it appearing that no other notice need be provided; and after due deliberation and sufficient cause appearing therefor, **IT IS HEREBY**

ORDERED THAT:

1. The Contracts listed on the Rejection Schedule attached hereto as Schedule 1 are rejected under section 365 of the Bankruptcy Code effective as of the later of the Rejection Date listed on Schedule 1 or such other date as the Debtors and the applicable Rejection Counterparty

¹ Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Procedures Order.

(Page |4)

Debtors: BED BATH & BEYOND INC., *et al.*

Case No. 23-13359 (VFP)

Caption of Order: Eleventh Order Approving the Rejection of Certain Executory Contracts
and/or Unexpired Leases and the Abandonment of Certain Personal
Property, If Any

agrees; *provided, however,* that the Rejection Date for a rejection of a lease of non-residential real property shall not occur until the later of (i) the Rejection Date set forth in the Rejection Notice and (ii) the date the Debtors relinquish control of the premises by notifying the affected landlord in writing of the Debtors' surrender of the premises and (A) turning over keys, key codes, and security codes, if any, to the affected landlord or (B) notifying the affected landlord in writing that the keys, key codes, and security codes, if any, are not available, but the landlord may rekey the leased premises.

2. The Debtors are authorized, but not directed, at any time on or before the applicable Rejection Date, to remove or abandon any of the Debtors' personal property that may be located on the Debtors' leased premises that are subject to a rejected Contract; *provided, however,* that (i) nothing shall modify any requirement under applicable law with respect to the removal of any hazardous materials as defined under applicable law from any of the Debtors' leased premises (ii) to the extent the Debtors seek to abandon personal property that contains "personally identifiable information," as that term is defined in section 101(41A) of the Bankruptcy Code (the "PII"), the Debtors will use commercially reasonable efforts to remove the PII from such personal property before abandonment, and (iii) within five (5) business days of filing a Rejection Notice, the Debtors will make reasonable efforts to contact any third parties that may be known to the Debtors to have a property interest in the Abandoned Property and ask such third parties to remove or cause to be removed personal property, if any, from the premises prior to the Rejection Date. Landlords may, in their sole discretion and without further notice or order of this Court, utilize and/or dispose of such property without notice or liability to the Debtors or third parties

(Page |5)

Debtors: BED BATH & BEYOND INC., *et al.*

Case No. 23-13359 (VFP)

Caption of Order: Eleventh Order Approving the Rejection of Certain Executory Contracts
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Property, If Any

and, to the extent applicable, the automatic stay is modified to allow such disposition. The rights of the applicable landlord to assert claims with respect to such disposition of the abandoned property are reserved, as are all parties' rights to object to such claims.

3. Claims arising out of the rejection of Contracts, if any, must be filed in accordance with the Plan or on or before the later of (i) the deadline for filing proofs of claim established in these Chapter 11 Cases, if any, and (ii) 30 days after the later of (A) the date of entry of this Order, and (B) the Rejection Date. If no proof of claim is timely filed, such claimant shall be forever barred from asserting a claim for damages arising from the rejection and from participating in any distributions on such a claim that may be made in connection with these Chapter 11 Cases.

4. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order and the rejection without further order from this Court.

5. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Schedule 1
Rejection Schedule

No.	Non-Debtor Counterparty	Counterparty Address	Contract Description	Store #	Location Address	Rejection Effective Date	Abandoned Personal Property
1.	Farley Realty Associates	Schaffer, Steven, Attorney, 21 Partridge Lane, Long Valley, NJ 07853	Store Lease	1	715 Morris Turnpike, Springfield, NJ 07081	July 31, 2023	Miscellaneous FF&E and/or retail fixtures
2.	Mall at Potomac Mills LLC	c/o M.S. Management, 225 West Washington St, Indianapolis, IN 46204	Store Lease	3080	2700 Potomac Mills Circle, Suite 100, Woodbridge, VA 22192	July 31, 2023	Miscellaneous FF&E and/or retail fixtures

In re:
Bed Bath & Beyond Inc.
Debtor

Case No. 23-13359-VFP
Chapter 11

District/off: 0312-2
Date Rcvd: Aug 17, 2023

User: admin
Form ID: pdf903

Page 1 of 23
Total Noticed: 12

The following symbols are used throughout this certificate:

Symbol Definition

+ Addresses marked '+' were corrected by inserting the ZIP, adding the last four digits to complete the zip +4, or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Aug 19, 2023:

Recip ID	Recipient Name and Address
db	+ Bed Bath & Beyond Inc., 650 Liberty Avenue, Union, NJ 07083-8107
aty	+ Casey McGushin, 3101 Old Jacksonville Road, Springfield, IL 62704-6488
aty	+ Charles B. Sterrett, Kirkland & Ellis, 300 North LaSalle Street, Chicago, IL 60654-5412
aty	+ Derek I. Hunter, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, NY 10022-4643
aty	+ Emily E. Geier, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, NY 10022-4643
aty	+ Jacob E. Black, Kirkland and Ellis LLP, 3101 Old Jacksonville Road, Springfield, IL 62704-6488
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aty	+ Michael A. Sloman, Kirkland and Ellis LLP, 601 Lexington Avenue, New York, NY 10022-4643
aty	+ Noah Z. Sosnick, Kirkland and Ellis LLP, 601 Lexington Avenue, New York, NY 10022-4643
aty	+ Olivia F. Acuna, Kirkland and Ellis LLP, 601 Lexington Avenue, New York, NY 10022-4643
aty	+ Richard U.S. Howell, P.C., KIRKLAND & ELLIS LLP, KIRKLAND & ELLIS INTERNATIONAL LLP, 300 North LaSalle Street, Chicago, IL 60654-5412
aty	+ Ross Fiedler, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, NY 10022-4643

TOTAL: 12

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.

Electronic transmission includes sending notices via email (Email/text and Email/PDF), and electronic data interchange (EDI).

NONE

BYPASSED RECIPIENTS

The following addresses were not sent this bankruptcy notice due to an undeliverable address, *duplicate of an address listed above, *P duplicate of a preferred address, or ## out of date forwarding orders with USPS.

NONE

NOTICE CERTIFICATION

I, Gustava Winters, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed .R. Bank. P.2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Aug 19, 2023

Signature: /s/Gustava Winters

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on August 17, 2023 at the address(es) listed below:

Name Email Address

A.J. Webb

on behalf of Creditor Select Consolidated Management LLC awebb@fbtlaw.com

District/off: 0312-2

User: admin

Page 2 of 23

Date Rcvd: Aug 17, 2023

Form ID: pdf903

Total Noticed: 12

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Andy Winchell

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District/off: 0312-2

Date Rcvd: Aug 17, 2023

User: admin

Form ID: pdf903

Page 3 of 23

Total Noticed: 12

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District/off: 0312-2

User: admin

Page 4 of 23

Date Rcvd: Aug 17, 2023

Form ID: pdf903

Total Noticed: 12

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District/off: 0312-2

Date Rcvd: Aug 17, 2023

User: admin

Form ID: pdf903

Page 5 of 23

Total Noticed: 12

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District/off: 0312-2

User: admin

Page 6 of 23

Date Recd: Aug 17, 2023

Form ID: pdf903

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District/off: 0312-2

Date Rcvd: Aug 17, 2023

User: admin

Form ID: pdf903

Page 7 of 23

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District/off: 0312-2

Date Recd: Aug 17, 2023

User: admin

Form ID: pdf903

Page 8 of 23

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District/off: 0312-2

Date Rcvd: Aug 17, 2023

User: admin

Form ID: pdf903

Page 9 of 23

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District/off: 0312-2

Date Rcvd: Aug 17, 2023

User: admin

Form ID: pdf903

Page 10 of 23

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District/off: 0312-2

User: admin

Page 11 of 23

Date Rcvd: Aug 17, 2023

Form ID: pdf903

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Date Rcvd: Aug 17, 2023

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Form ID: pdf903

Page 12 of 23

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Date Rcvd: Aug 17, 2023

User: admin

Form ID: pdf903

Page 13 of 23

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District/off: 0312-2

User: admin

Page 14 of 23

Date Recd: Aug 17, 2023

Form ID: pdf903

Total Noticed: 12

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District/off: 0312-2

User: admin

Page 15 of 23

Date Rcvd: Aug 17, 2023

Form ID: pdf903

Total Noticed: 12

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District/off: 0312-2

User: admin

Page 16 of 23

Date Rcvd: Aug 17, 2023

Form ID: pdf903

Total Noticed: 12

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District/off: 0312-2

User: admin

Page 17 of 23

Date Rcvd: Aug 17, 2023

Form ID: pdf903

Total Noticed: 12

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District/off: 0312-2

User: admin

Page 18 of 23

Date Rcvd: Aug 17, 2023

Form ID: pdf903

Total Noticed: 12

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District/off: 0312-2

Date Rcvd: Aug 17, 2023

User: admin

Form ID: pdf903

Page 19 of 23

Total Noticed: 12

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District/off: 0312-2

Date Rcvd: Aug 17, 2023

User: admin

Form ID: pdf903

Page 20 of 23

Total Noticed: 12

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District/off: 0312-2

Date Rcvd: Aug 17, 2023

User: admin

Form ID: pdf903

Page 21 of 23

Total Noticed: 12

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District/off: 0312-2

Date Rcvd: Aug 17, 2023

User: admin

Form ID: pdf903

Page 22 of 23

Total Noticed: 12

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District/off: 0312-2

User: admin

Page 23 of 23

Date Rcvd: Aug 17, 2023

Form ID: pdf903

Total Noticed: 12

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